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RECORDATION NO. 13064-E Filed 1423

JAN 15 1988 -10 15 AM

January 14, 1988

INTERSTATE COMMERCE COMMISSION

VIA COURIER

Secretary,
Interstate Commerce Commission
Washington, D.C. 20423
Attn: Ms. Mildred Lee, Room 2303

Date 1-15-88
Fee \$ 10.00

ICC Washington, D. C.

Dear Ms. Lee:

Enclosed are a fully executed and acknowledged original and a fully executed and acknowledged counterpart of an Officer's Certificate, dated as of January 12, 1988, executed by the Vice President and Treasurer of Occidental Chemical Corporation ("OCC"), and attached to which is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York in connection with the merger of Oxychem Properties Corporation with and into OCC (with OCC as the surviving corporation), which merger became effective on November 30, 1987 (such Officer's Certificate, including the attachment thereto, the "Certificate"). The Certificate is to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The Certificate is a secondary document. The primary document to which it is connected is recorded under Recordation No. 13064.

We request that the Certificate, which evidences an assignment by operation of law, be cross-indexed.

The name and address of the party to the Certificate are as follows:

Lessee: Occidental Chemical Corporation
360 Rainbow Boulevard South
Niagara Falls, New York 14303
Attn: Debt Compliance

January 14, 1988
Page 2

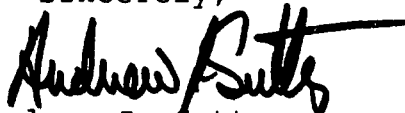
A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$10.00 is enclosed. Please return the original to the undersigned at 11377 West Olympic Blvd., 10th Floor, Los Angeles, California 90064.

A short summary of the document to appear in the index follows:

Officer's Certificate of Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt Compliance, dated January 12, 1988, relating to succession by merger of Occidental Chemical Corporation to rights of Oxychem Properties Corporation as lessee under lease covering 60 railroad tank cars, and connected to Trust Indenture and Security Agreement with Recordation No. 13064.

Sincerely,



Andrew J. Sutter

for

MITCHELL, SILBERBERG & KNUPP
Attorneys for Occidental Chemical Corporation

AJS:jaa

Enclosures

cc: John M. Nanos, Esq.
H. Wayne Taylor, Esq.
Eric E. Freedman, Esq.

SCHEDULE A

Sixty (60) 14,500 gallon nominal capacity tank cars, manufactured by Richmond Tank Car Company, having A.A.R. Mechanical Designation D.O.T. 111A100W1, and bearing reporting marks OCCX 6002 through OCCX 6017, OCCX 6019 through OCCX 6049, OCCX 6052, OCCX 6053, OCCX 6055, OCCX 6058, OCCX 6059, OCCX 6063, OCCX 6064, OCCX 6065, OCCX 6068, OCCX 6070, OCCX 6072, OCCX 6073, and OCCX 6075.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Andrew J. Sutter
Mitchell, Silberberg & Knupp /
Trident Center
11377 West Olympic Blvd.
Los Angeles, CA 90064

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 1/15/88 at 10:15AM, and assigned recordation number(s).

13064-E, 13814-E & 13220-I 9247-F & G, 9248-E & F, 12288-A & B, 12834-C & D
Sincerely yours,

Narita L. McGee

Secretary

Enclosure(s)

ORIGINAL

F-320L

RECORDATION NO. 13064-E
Filed 1425

JAN 15 1988 -10 15 AM
INTERSTATE COMMERCE COMMISSION

OCCIDENTAL CHEMICAL CORPORATION
Officer's Certificate

This certificate is executed and delivered with reference to the following facts:

A. Oxychem Properties Corporation, a California corporation (the "Disappearing Corporation"), was the lessee under that Equipment Lease Agreement, dated as of February 20, 1981, with Republic National Leasing Corporation, a Texas corporation ("Republic"), as lessor, which instrument was filed pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code ("Section 11303") and recorded under recordation no. 13064-A. Such lease was amended (such lease as so amended, the "Lease") pursuant to that Amendment Agreement, dated July 1, 1981, among Republic, Mercantile-Safe Deposit and Trust Company, a Maryland corporation ("Mercantile"), and the Disappearing Corporation, which amendment was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 13064-D. The Lease was entered into in connection with that Trust Indenture and Security Agreement, dated as of February 20, 1981, between Republic and Mercantile, which instrument was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 13064.


B. Pursuant to the merger, effective November 30, 1987 (the "Merger"), of the Disappearing Corporation with and into Occidental Chemical Corporation, a New York corporation (the "Surviving Corporation"), the Surviving Corporation succeeded by operation of law to, among other things, all of the Disappearing Corporation's right, title and interest in, to and under the Lease.

C. The Surviving Corporation desires to evidence on the records of the Interstate Commerce Commission its succession to the Disappearing Corporation's right, title and interest in, to and under the Lease.

The undersigned, Vice President and Treasurer of the Surviving Corporation, does hereby certify that attached hereto is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York, which Certificate of Merger was so filed, and was

also filed with the Secretary of State of the State of California, in order to consummate the Merger.

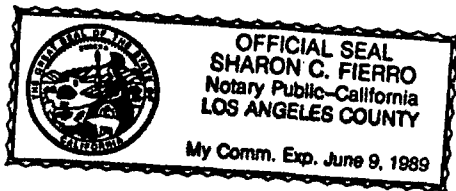
IN WITNESS WHEREOF, I have hereunto signed my name this 12th day of January, 1988.



Ronald B. Casriel
Vice President and Treasurer

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

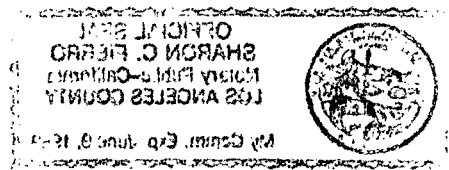
On this 12th day of January, in the year 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ronald B. Casriel, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as Vice President and Treasurer of the corporation therein named and acknowledged to me that he executed it.





Notary Public

My Commission Expires June 9, 1989



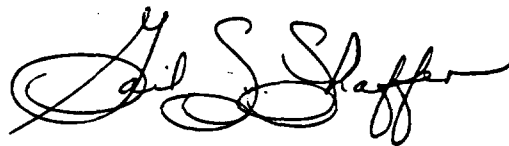
**State of New York } ss.:
Department of State }**

087496

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

DEC 08 1987

A handwritten signature in cursive script, appearing to read "Gil S. Shaffer", written in dark ink.

Secretary of State

CERTIFICATE OF MERGER

OF

OCCIDENTAL ELECTROCHEMICALS CORPORATION
OXYCHEM PROPERTIES CORPORATION
B.D.M. CHEMICAL CORPORATION

INTO

OCCIDENTAL CHEMICAL CORPORATION

Under Section 905 of the
New York Business Corporation Law

Pursuant to the provisions of Section 905 of the
New York Business Corporation Law, the undersigned hereby
certify:

FIRST: The name of the constituent parent and
surviving corporation is Occidental Chemical Corporation, a
corporation organized and existing under the laws of the
State of New York (originally formed under the name of
Hooker Electrochemical Company). Occidental Chemical
Corporation owns all of the outstanding shares of the
following constituent subsidiary corporations:

<u>Name of Subsidiary</u>	<u>Name under which subsidiary was originally formed, if different from present name</u>
Occidental Electrochemicals Corporation	Diamond Alkali Company
Oxychem Properties Corporation	(same)
B.D.M. Chemical Corporation	(same)

SECOND: As to each subsidiary corporation, the
designation and number of outstanding shares and the number
of such shares owned by the surviving corporation are as
follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Occidental Chemical Corporation</u>
Occidental Electro-chemicals Corporation	1,000 Common	1,000 Common
Oxychem Properties Corporation	1,000 Common	1,000 Common
B.D.M. Chemical Corporation	100 Common	100 Common

None of the shares of these subsidiary corporations is subject to change prior to the effective date of the merger.

THIRD: The certificate of incorporation of Occidental Chemical Corporation was filed in the Office of the Department of State of the State of New York on the 6th day of November, 1909.

FOURTH: The following information is given with respect to the subsidiary corporations:

<u>Name of Subsidiary</u>	<u>State of Incorp.</u>	<u>Date of Incorp.</u>	<u>Date of Filing Application for Authority to do Business in N.Y.</u>
Occidental Electro-chemicals Corporation	Delaware	12/28/28	1/2/47
Oxychem Properties Corporation	California	12/10/76	None
B.D.M. Chemical Corporation	Colorado	1/17/66	None

None of these subsidiary corporations uses a fictitious name in New York pursuant to article thirteen of the New York Business Corporation Law.

FIFTH: The merger is permitted by the laws of the state of incorporation of each foreign subsidiary corporation and is in compliance therewith.


SIXTH: The surviving corporation owns all of the outstanding shares of each subsidiary corporation to be merged.

SEVENTH: The plan of merger was adopted by the Board of Directors of the surviving corporation.

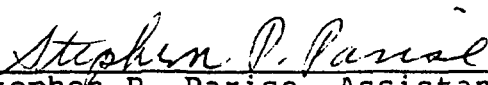
IN WITNESS WHEREOF, this certificate has been signed on the 25th day of November, 1987 and the statements contained herein are affirmed as true under penalties of perjury.

OCCIDENTAL CHEMICAL CORPORATION

By: _____


Ronald B. Casriel, Vice President

By: _____


Stephen P. Parise, Assistant Secretary

-4

572123

CT

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 30 1987

AMT. OF CHECK \$ 80
FILING FEE \$ 60

TAX \$ _____
COUNTY FEE \$ _____

COPY \$ 10
CERT \$ _____

REFUND \$ _____
SPEC HANDLE \$ 10

BY: New

CERTIFICATE OF MERGER

OF

- ① OCCIDENTAL ELECTROCHEMICALS CORPORATION
- ② OXYCHEM PROPERTIES CORPORATION
- ③ B.D.M. CHEMICAL CORPORATION

INTO

- ④ OCCIDENTAL CHEMICAL CORPORATION

FOR-DEL UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

① asent - 12/11/86

CKG-Diamond Alkali
Company - 11/2/47

NY CO
A-449

L-13434260-3

② NR

③ NR

④ asent - 4/11/82

CKG-Hooker Electrochemical
Company - 11/6/09

NY CO

697-81

L-13571339-5
2007 PV 45.00

Steve Parise
OCCIDENTAL PETROLEUM CORPORATION
10889 Wilshire Boulevard
Los Angeles, CA 90024

BILLED